

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

ASSOCIATION OF FLIGHT ATTENDANTS
501 Third Street, N.W.
Washington, DC 20001,

Plaintiff,

V.

PENSION BENEFIT GUARANTY CORP.
1200 K Street, N.W.
Washington, DC 20005,

Defendant .

Civil Action No. _____

Expedited Hearing
Requested

DECLARATION OF MATTHEW BABCOCK IN SUPPORT
OF AFA'S MOTION FOR A PRELIMINARY INJUNCTION

Matthew Babcock hereby declares, pursuant to 28 U.S.C. § 1746,
as follows:

1. I am an associate in the law firm of Guerrieri, Edmond, Clayman & Bartos, P.C., which represents the Association of Flight Attendants-CWA, AFL-CIO ("AFA"), in this action.

2. Attached hereto as Exhibit A is a true and accurate copy of pages of 40 and 73 of Memorandum in Support of the Debtors' Motion to Reject Their Collective Bargaining Agreements Pursuant to 11 U.S.C. § 1113(c), filed with the United States Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") December 14, 2004.

3. Attached hereto as Exhibit B is a true and accurate copy of pages 11-28 of Pension Benefit Guaranty Corporation's ("PBGC") Objection to Debtors' Motion for Authority to Reject Their

Collective Bargaining Agreements Pursuant to Section 1113(c), filed with the Bankruptcy Court January 4, 2005.

4. Attached hereto as Exhibit C is a true and accurate copy of pages 4-5 of the Declaration and Expert Report of Michael A. Kramer, dated December 28, 2004.

5. Attached hereto as Exhibit D is a true and accurate copy of the Memorandum in Support of PBGC's Emergency Motion to Postpone Consideration of Debtors' Motion for Voluntary Distress Termination of Their Pension Plans, filed with the Bankruptcy Court April 14, 2005.

6. Attached hereto as Exhibit E is a true and accurate copy of the Settlement Agreement By and Among UAL Corporation and all Direct and Indirect Subsidiaries and Pension Benefit Guaranty Corporation.

7. Attached hereto as Exhibit F is a true and accurate copy of a May 19, 2005 article, "Flight attendants to appeal pension bailout at United," from the USAToday Web site, www.usatoday.com.

8. Attached hereto as Exhibit G is a true and accurate copy of pages 187-88 of the Transcript of Proceedings Before the Honorable Eugene R. Wedoff on May 10, 2005.

9. Attached hereto as Exhibit H is a true and accurate copy of the Order Approving Debtors' Emergency Motion to Approve Agreement with PGBC, entered May 11, 2005.

10. Attached hereto as Exhibit I is a true and accurate copy of the Stipulation and Agreed Order Between the Debtors and the PBGC Regarding Debtors' Motion for Voluntary Distress Termination

of Their Defined Benefit Plans Pursuant to 29 U.S.C. § 1341(c), entered May 2, 2005.

11. Attached hereto as Exhibit J is a true and accurate copy of pages 31 and 116-118 of the unofficial transcript of the Deposition of Michael A. Kramer, held May 5, 2005.

12. Attached hereto as Exhibit K is a true and accurate copy of pages 14-15 of PBGC's Brief in Support of Debtors' Emergency Motion to Approve Agreement with PBGC, filed with the Bankruptcy Court May 9, 2005.

13. Attached hereto as Exhibit L is a true and accurate copy of relevant pages of the Debtors' Emergency Motion to Approve Agreement with PBGC, filed with the Bankruptcy Court April 26, 2005.

14. On April 29, 2005, United gave a presentation to the Official Committee of Unsecured Creditors on the Agreement with PBGC, in which I participated telephonically. Attached hereto as Exhibit M is a true and accurate copy of relevant pages of the "PBGC Settlement Agreement" Presentation to the Official Committee of Unsecured Creditors, dated April 29, 2005. During the presentation, United stated that the Agreement would provide it with "certainty and closure" regarding pension obligations. Indeed, according to United, based upon the deal it had struck with the PBGC, termination was not only assured, but the time it would take to achieve it was also understood. As United stated in a slide captioned "Termination Timing", "10-14 Days after May 10

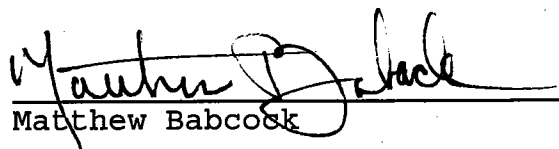
hearing, PBGC issues notice of determination that AFA and MA&PC plans should terminate."

15. Attached hereto as Exhibit N is a true and accurate copy of the relevant pages of the Memorandum of Amici Curiae Members of Congress in Opposition to Approval of Debtor's Agreement with PBGC, filed with the Bankruptcy Court May 9, 2005.

16. Attached hereto as Exhibit O is a true and accurate copy of a Press Release from Congressman George Miller dated May 13, 2005.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 19, 2005.


Matthew Babcock